

HOPKINS & SUTTER

(A Partnership Including Professional Corporations)

2800 Livernois, Suite 220, Troy, MI 48083-1220
TEL: 248.740.6600 FAX: 248.740.6613

WITH OFFICES IN
CHICAGO • WASHINGTON DC • TROY

RECORDATION NO. 15700-1F

FILED

JUL 3 '97

2-06 PM

MARY P. SCLAWY

Direct Line: 248.740.6602

Email: msclawy@hopsut.com

June 18, 1997

Secretary
Surface Transportation Board
Room 704
1925 K Street, NW
Washington, DC 20423-0001

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Second Notice of Renumbering of Leased Locomotive Units, dated as of May 26, 1997 and executed by Grand Trunk Western Railroad Incorporated pursuant to a Reconstruction and Conditional Sale Agreement ("RCSA") and a Lease of Railroad Equipment (the "Lease"), both dated as of June 1, 1988. The units covered by the RCSA and the Lease are 20 diesel electric locomotives bearing reporting marks as shown on Schedule A, attached to this letter.

The RCSA and the Lease were recorded on June 29, 1988 and assigned recordation numbers 15700 and 15700-A, respectively.

The parties to the RCSA and the Lease are:

Builder/ Grand Trunk Western Railroad Company, predecessor in interest to
Lessee: Grand Trunk Western Railroad Incorporated

Vendee/ Pacificorp Credit, Inc., predecessor in interest to
Lessor: Connell Finance Company, Inc.

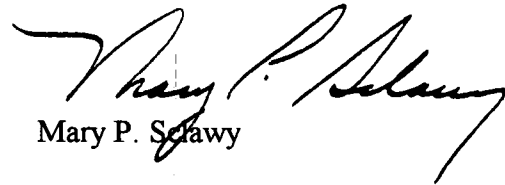
Agent: Mercantile-Safe Deposit and Trust Company, predecessor in
interest to Bank of New York

Enclosed is our check in the amount of \$24.

Please accept one counterpart of this document for filing, stamp the remaining counterpart with your recordation number and return it and the fee receipt to the undersigned at the following address:

Mary P. Sclawy
Hopkins & Sutter
2800 Livernois
Suite 220
Troy, MI 48083-1220

Sincerely,



Mary P. Sclawy

C: John Lamont re CA 7426

Schedule A to Notice of Renumbering

**Rolling Stock Type: Diesel electric locomotives manufactured by the
Electomotive Division of General Motors Corporation.**

#	Original Lease Mark & Number of all Units		Changed Lease Mark & Number		Current Lease Mark & Number of all Units	
1	GTW	5709	GTW	4909	GTW	4909
2	GTW	5710	GTW	4910	GTW	4910
3	GTW	5711	GTW	4911	GTW	4911
4	GTW	5712	GTW	4912	GTW	4912
5	GTW	5713	GTW	4913	GTW	4913
6	GTW	5714	GTW	4914	GTW	4914
7	GTW	5715	GTW	4915	GTW	4915
8	GTW	5716	GTW	4916	GTW	4916
9	GTW	5717	GTW	4917	GTW	4917
10	GTW	5718	GTW	4918	GTW	4918
11	GTW	5719	GTW	4919	GTW	4919
12	GTW	5720	GTW	4920	GTW	4920
13	GTW	5721	GTW	4921	GTW	4921
14	GTW	5722	GTW	4922	GTW	4922
15	GTW	5723	GTW	4923	GTW	4923
16	GTW	5724	GTW	4924	GTW	4924
17	GTW	5907	DWP	5907	DWP	5907
18	GTW	5916	-	-	GTW	5916
19	GTW	5922	-	-	GTW	5922
20	GTW	6413	-	-	GTW	6413

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SECOND NOTICE OF RENUMBERING
OF LEASED LOCOMOTIVE UNITS

WHEREAS *Mercantile-Safe Deposit and Trust Company* (predecessor-in-interest to *The Bank of New York*) as agent, *Grand Trunk Western Railroad Company* (predecessor-in-interest to *Grand Trunk Western Railroad Incorporated*) as builder ("GTW") and *Pacificorp Credit, Inc.* (predecessor-in-interest to *Connell Finance Company, Inc.*) as vendee ("Connell") entered into a *Reconstruction and Conditional Sale Agreement* dated as of 1 June 1988, as amended, (the "RCSA") covering the acquisition and reconstruction of 20 locomotives;

WHEREAS GTW as lessee (the "Lessee") entered into a *Lease of Railroad Equipment* dated as of 1 June 1988 (the "Lease"), with Connell as lessor, covering the 20 locomotives acquired and reconstructed pursuant to the RCSA;

WHEREAS the RCSA and the Lease were recorded with:

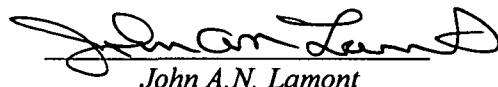
- 1) *The Interstate Commerce Commission* (predecessor to the *Surface Transportation Board*), in accordance with 49 U.S.C. Section 11303 (now Section 11301), on 29 June 1988 at 4:00 P.M. and assigned recordation numbers 15700 and 15700-A, respectively; and
- 2) *The Office of the Registrar General of Canada*, pursuant to Section 86 (which became Section 90) of the *Railway Act of Canada* (now Section 105 of the *Canada Transportation Act*), on 29 June 1988 at 4:30 P.M.

NOW THEREFORE, TAKE NOTICE THAT a) pursuant to the terms of the RCSA and the Lease, the Lessee has renumbered certain of the locomotives subject to the RCSA and the Lease, as set forth on *Schedule A* attached hereto and made a part hereof, and b) the Lessee shall cause this *Second Notice of Renumbering* to be filed at x) the *Surface Transportation Board* and y) the *Office of the Registrar General of Canada*.

IN WITNESS WHEREOF, this *Second Notice of Renumbering* has been executed, by an authorized signatory of the Lessee, as of the 26th day of May 1997.

**GRAND TRUNK WESTERN RAILROAD
INCORPORATED** as lessee

By:


John A.N. Lamont

Schedule A to Notice of Renumbering


Rolling Stock Type: Diesel electric locomotives manufactured by the
Electromotive Division of General Motors Corporation.

#	Original Lease Mark & Number of all Units		Changed Lease Mark & Number		Current Lease Mark & Number of all Units	
1	GTW	5709	GTW	4909	GTW	4909
2	GTW	5710	GTW	4910	GTW	4910
3	GTW	5711	GTW	4911	GTW	4911
4	GTW	5712	GTW	4912	GTW	4912
5	GTW	5713	GTW	4913	GTW	4913
6	GTW	5714	GTW	4914	GTW	4914
7	GTW	5715	GTW	4915	GTW	4915
8	GTW	5716	GTW	4916	GTW	4916
9	GTW	5717	GTW	4917	GTW	4917
10	GTW	5718	GTW	4918	GTW	4918
11	GTW	5719	GTW	4919	GTW	4919
12	GTW	5720	GTW	4920	GTW	4920
13	GTW	5721	GTW	4921	GTW	4921
14	GTW	5722	GTW	4922	GTW	4922
15	GTW	5723	GTW	4923	GTW	4923
16	GTW	5724	GTW	4924	GTW	4924
17	GTW	5907	DWP	5907	DWP	5907
18	GTW	5916	-	-	GTW	5916
19	GTW	5922	-	-	GTW	5922
20	GTW	6413	-	-	GTW	6413



PROVINCE OF QUEBEC)
) ss
DISTRICT OF MONTREAL)

On this 26th day of May, 1997, before me personally appeared John A.N. Lamont, to me personally known, who being by me duly sworn says that he is duly authorized to state that said instrument was signed on behalf of Grand Trunk Western Railroad Incorporated, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Commissioner for Oaths
490021-8

My commission expires: 31/03/98